

Additions underscored
Deletions [bracketed]

Rules of NYSE Chicago, Inc.

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ARTICLE 12 Disciplinary Matters and Trial Proceedings Investigation and Charges

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Rule 8. Minor Rule Violations

(a) In lieu of commencing a "disciplinary proceeding" as that term is used in Article 12 of the Exchange Rules [and Article VII of the Exchange Constitution], the Exchange may, subject to the requirements set forth in this Rule, impose a censure or fine, not to exceed \$5,000, on any Participant, associated person, or registered or non-registered employee of a Participant, for any violation of a rule of the Exchange, which violation the Exchange shall have determined is minor in nature.

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ARTICLE 13 Suspension - Reinstatement

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Rule 4. Procedure for Reinstatement

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(d) In the event the applicant does not receive such two-thirds vote, he or it shall have the right to a hearing before the Executive Committee, conducted in accordance with procedures set forth in a notice of such hearing to be given to the applicant. Following the hearing, the Executive Committee shall again vote upon the applicant, a two-thirds vote of the members of the Executive Committee present at the time of voting being required for reinstatement. The applicant may petition the Board of [Governors]Directors for review of any adverse determination made by the Executive Committee following a hearing, a two-thirds vote of the members of the Board present at the time of voting being required for reinstatement. The Board shall not reverse, modify or remand for further consideration any determination made by the Executive Committee if the factual conclusions in such determination are supported by substantial evidence and such determination is not arbitrary, capricious or an abuse of discretion.

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ARTICLE 22 Listed Securities

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Rule 2. Admittance to Listing

The Board of [Governors]Directors may admit securities to the list and to trading once the requirements of this Article are met and upon such terms and conditions set forth in this Article and upon payment of such fees as the Board may from time to time prescribe.

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Rule 3. Suspension of Securities

Securities may be suspended from dealings by the Board of [Governors]Directors or by the Chief Executive Officer.

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Rule 5. Unlisted Trading Privileges

Unlisted trading privileges may be extended [by the Exchange] by the Chief Executive Officer or his or her designee, with the approval of the Board of [Governors]Directors, upon such terms and conditions as the Board may prescribe and in compliance with the Securities Exchange Act of 1934 and the rules and regulations of the Securities and Exchange Commission.

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Rule 21. Tier II Corporate Governance, Disclosure, and Miscellaneous Requirements

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(d) Changes to Listing Standards. Tier II requirements may be revised upward under certain circumstances, but an exception to Tier II requirements may be made only by vote of the Executive Committee of the Board of [Governors]Directors.

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Rule 25 Portfolio Depositary Receipts

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(b) Applicability. This Rule is applicable only to Portfolio Depositary Receipts. Except to the extent inconsistent with this Rule, or unless the context otherwise requires, the provisions of the [Constitution]bylaws and all other rules and policies of the Board of [Governors]Directors shall be applicable to the trading on the Exchange of such securities. Portfolio Depositary Receipts are included within the definition

of "security" or "securities" as such terms are used in the [Constitution]bylaws and Rules of the Exchange.

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Limitation of Exchange Liability

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(g) * * * * * This limitation of liability shall be in addition to any other limitation contained [in the Exchange's Constitution or] elsewhere in the Rules.

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Rule 27. Trust Issued Receipts

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(e) *Applicability of Rule 27.* This Rule is applicable only to Trust Issued Receipts. Except to the extent inconsistent with this Rule, or unless the context otherwise requires, the provisions of the [Constitution]bylaws and all other rules and policies of the Board of [Governors]Directors shall be applicable to the trading on the Exchange of such securities. Trust Issued Receipts are included within the definition of "security" or "securities" as such terms are used in the [Constitution]bylaws and Rules of the Exchange.

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